

8th July 2016

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Mumbai
Fax No. 2659 8237 / 38

Dept. of Corporate Services
Bombay Stock Exchange Limited
Mumbai
Fax No. 2272 2037 / 2272 3121

Scrip Code No. 506076 (BSE)

Dear Sirs,

We enclose herewith the Results of the Postal Ballot along with Scrutinizer's Report, pursuant to the Notice to the shareholders dated 30th May 2016, the Resolutions for increase in the Authorised Share Capital of Company, consequential amendment to Clause V of the Memorandum of Association, Article 3 of the Articles of Association of the Company and issue of Bonus Shares, have been passed by the Members with requisite majority.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**



K. Visweswaran
Company Secretary
(Membership No. A16123)

Encl: As above.

cc:

1. National Securities Depository Limited
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
2. Central Depository Services (India) Limited
P. J. Towers, Dalal Street,
Mumbai 400 001
3. TSR Darashaw Limited

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
Grindwell Norton Limited
5th Level, Leela Business Park,
Andheri-Kurla Road, Marol,
Andheri East
Mumbai - 400059

Kind Attn: Mr. Visweswaran K

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Resolutions:

- (a) Ordinary Resolution for increase in the Authorised Share Capital of the Company.
- (b) Ordinary Resolution for alteration of the Capital Clause V of the Memorandum of Association of the Company.
- (c) Special Resolution for alteration of Article 3 of the Articles of Association of the Company.
- (d) Ordinary Resolution for issue of bonus shares in the proportion of one fully paid equity share of Rs. 5/- (Rupees Five only) each for every one fully paid equity share of Rs. 5/- (Rupees Five only) each held by the members by capitalization of securities premium account/Free Reserves of the Company.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (India) Ltd. ("NSDL") e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.

Yours faithfully,



Mitabhawal
Mitabhawal
Mitesh Dhaliwala
Parikh & Associates



Encl.: As above.

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road; Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Grindwell Norton Limited
5th Level, Leela Business Park,
Andheri-Kurla Road, Marol,
Andheri East
Mumbai - 400059

Report of Scrutinizer

I, Mitesh Dhabliwala, Company Secretary in whole time practice, having my office at 111, 11th Floor, SaiDwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Resolutions:

- (a) Ordinary Resolution for increase in the Authorised Share Capital of the Company.
- (b) Ordinary Resolution for alteration of the Capital Clause V of the Memorandum of Association of the Company.
- (c) Special Resolution for alteration of Article 3 of the Articles of Association of the Company.
- (d) Ordinary Resolution for issue of bonus shares in the proportion of one fully paid equity share of Rs. 5/- (Rupees Five only) each for every one fully paid equity share of Rs. 5/- (Rupees Five only) each held by the members by capitalization of securities premium account/Free Reserves of the Company.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.



Contd...2



(a) Ordinary Resolution for increase in the Authorised Share Capital of the Company.**(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
384	4,21,04,477	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
3	701	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
64	75,105



(b) Ordinary Resolution for alteration of the Capital Clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

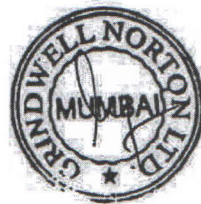
Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
376	4,21,02,782	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
7	2,159	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
68	75,342



(c) Special Resolution for alteration of Article 3 of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

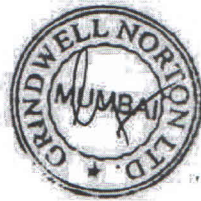
Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
375	4,21,03,479	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast(Shares)	% of total number of valid votes cast
7	1,767	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
67	74,842



(d) Ordinary Resolution for issue of bonus shares in the proportion of one fully paid equity share of Rs. 5/- (Rupees Five only) each for every one fully paid equity share of Rs. 5/- (Rupees Five only) each held by the members by capitalization of securities premium account/Free Reserves of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
381	4,20,04,694	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
1	1	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
68	1,75,198

For Parikh & Associates



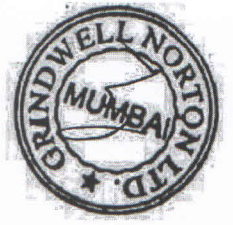
Mitesh Dhabliwala

Signature:
Name: Mitesh Dhabliwala
Scrutinizer
FCS: 8331 CP: 9511

Place: Mumbai

Dated: 06th July, 2016





Postal Ballot and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results

Date of declaration of the results of Postal Ballot and e-voting :	8th July 2016
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 30th May 2016)	13,155
No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group; Public :	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group; Public :	Not Applicable

Agenda-wise disclosure

SPECIAL BUSINESS

Item No. 1 - Increase in the Authorised Share Capital of the Company

Resolution Required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes, deemed to be interested to the extent of their respective shareholding in the Company.

Category	Mode of Voting	No. of shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	32678255	0	0.00	0	0	0.00	0.00
	Postal Ballot		32296476	98.83	32296476	0	100.00	0.00
	Total	32678255	32296476	98.83	32296476	0	100.00	0.00
Public - Institutional holders	E-Voting		8085546	84.19	8085546	0	100.00	0.00
	Poll	9604120	0	0.00	0	0	0.00	0.00
	Postal Ballot		100000	1.04	100000	0	100.00	0.00
	Total	9604120	8185546	85.23	8185546	0	100.00	0.00
Public-Others	E-Voting		18906	0.14	18505	401	97.88	2.12
	Poll	13077625	0	0.00	0	0	0.00	0.00
	Postal Ballot		1604250	12.27	1603950	300	99.98	0.02
	Total	13077625	1623156	12.41	1622455	701	99.96	0.04
Total	E-Voting		8104452	14.64	8104051	401	100.00	0.00
	Poll	55360000	0	0.00	0	0	0.00	0.00
	Postal Ballot		34000726	61.42	34000426	300	100.00	0.00
	Total	55360000	42105178	76.06	42104477	701	100.00	0.00

GRINDWELL NORTON LIMITED
Item No. 2 - Alteration of the Capital Clause V of the Memorandum of Association

Resolution Required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution?

Yes, deemed to be interested to the extent of their respective shareholding in the Company.

Category	Mode of Voting	No. of shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	32678255	0	0.00	0	0	0.00	0.00
	Postal Ballot		32296476	98.83	32296476	0	100.00	0.00
	Total	32678255	32296476	98.83	32296476	0	100.00	0.00
Public - Institutional holders	E-Voting		8085546	84.19	8085546	0	100.00	0.00
	Poll	9604120	0	0.00	0	0	0.00	0.00
	Postal Ballot		100000	1.04	100000	0	100.00	0.00
	Total	9604120	8185546	85.23	8185546	0	100.00	0.00
Public-Others	E-Voting		18906	0.14	17047	1859	90.17	9.83
	Poll	13077625	0	0.00	0	0	0.00	0.00
	Postal Ballot		1604013	12.27	1603713	300	99.98	0.02
	Total	13077625	1622919	12.41	1620760	2159	99.87	0.13
Total	E-Voting		8104452	14.64	8102593	1859	99.98	0.02
	Poll	55360000	0	0.00	0	0	0.00	0.00
	Postal Ballot		34000489	61.42	34000189	300	100.00	0.00
	Total	55360000	42104941	76.06	42102782	2159	99.99	0.01



GRINDWELL NORTON LIMITED

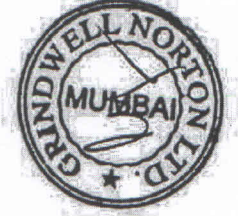
Item No. 3 - Alteration of Article 3 of Articles of Association

Resolution Required : Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes, deemed to be interested to the extent of their respective shareholding in the Company.

Category	Mode of Voting	No. of shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	32678255	0	0.00	0	0	0.00	0.00
	Postal Ballot		32296476	98.83	32296476	0	100.00	0.00
	Total	32678255	32296476	98.83	32296476	0	100.00	0.00
Public - Institutional holders	E-Voting		8085546	84.19	8085546	0	100.00	0.00
	Poll	9604120	0	0.00	0	0	0.00	0.00
	Postal Ballot		100000	1.04	100000	0	100.00	0.00
	Total	9604120	8185546	85.23	8185546	0	100.00	0.00
Public-Others	E-Voting		18716	0.14	17249	1467	92.16	7.84
	Poll	13077625	0	0.00	0	0	0.00	0.00
	Postal Ballot		1604508	12.27	1604208	300	99.98	0.02
	Total	13077625	1623224	12.41	1621457	1767	99.89	0.11
Total	E-Voting		8104262	14.64	8102795	1467	99.98	0.02
	Poll	55360000	0	0.00	0	0	0.00	0.00
	Postal Ballot		34000984	61.42	34000684	300	100.00	0.00
	Total	55360000	42105246	76.06	42103479	1767	100.00	0.00



GRINDWELL NORTON LIMITED

Item No. 4 - Issue of Bonus Shares in the proportion of one fully paid equity share of Rs. 5/- (Rupees Five only) each for every one fully paid equity share of Rs. 5/- (Rupees Five only) each held by the Members through capitalization of Securities Premium Account./Free Reserves of the Company

Resolution Required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes, deemed to be interested to the extent of their respective shareholding in the Company.

Category	Mode of Voting	No. of shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	32678255	0	0.00	0	0	0.00	0.00
	Postal Ballot		32296476	98.83	32296476	0	100.00	0.00
	Total	32678255	32296476	98.83	32296476	0	100.00	0.00
Public - Institutional holders	E-Voting		8085546	84.19	8085546	0	100.00	0.00
	Poll	9604120	0	0.00	0	0	0.00	0.00
	Postal Ballot		100000	1.04	100000	0	100.00	0.00
	Total	9604120	8185546	85.23	8185546	0	100.00	0.00
Public-Others	E-Voting		18506	0.14	18505	1	99.99	0.01
	Poll	13077625	0	0.00	0	0	0.00	0.00
	Postal Ballot		1504167	11.50	1504167	0	100.00	0.00
	Total	13077625	1522673	11.64	1522672	1	100.00	0.00
Total	E-Voting		8104052	14.64	8104051	1	100.00	0.00
	Poll	55360000	0	0.00	0	0	0.00	0.00
	Postal Ballot		33900643	61.24	33900643	0	100.00	0.00
	Total	55360000	42004695	75.88	42004694	1	100.00	0.00

All the Resolutions, as set out in the Postal Ballot Notice dated 30th May 2016, were passed by the Members by requisite majority.

